FOREST HILLS! IN A SILENT HALLWAY, A STRANGE TABLEAU TAKES PLACE...
PARKER

SHE ISN'T HOME, SO I'LL LEAVE A NOTE SAYING I'LL RETURN.
MRS. M. PARKER

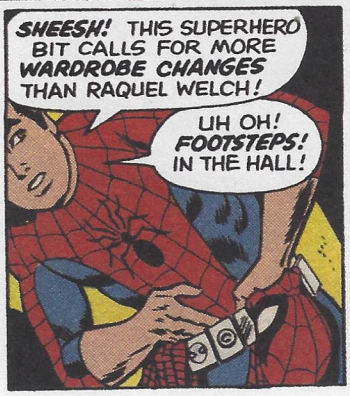
MRS. MAY PARKER HAS A LEADING ROLE IN THE MASTER PLAN OF DR. OCTOPUS!

MEANWHILE, WE FIND MRS. PARKER'S ARACHNID NEPHEW...
SOMETHING'S WRONG! I FEEL IT-- I CAN SENSE IT!

IN A QUIET BROWNSTONE IN NEW YORK'S CHELSEA AREA...
DR. DOOM IS HEADING BACK TO LATVERIA.
SPIDEY BABY, YOU'VE HAD A BUSY DAY!

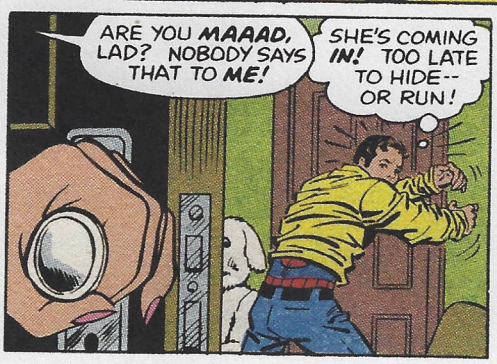
WITH DOOM GONE, I SHOULD BE CELEBRATING!
BUT WHY CAN'T I SHAKE THIS FEELING OF DANGER?

JUST TO PLAY SAFE, I'D BETTER REFILL MY WEB-CARTRIDGES!


SHEESH! THIS SUPERHERO BIT CALLS FOR MORE WARDROBE CHANGES THAN RAQUEL WELCH!
UH OH! FOOTSTEPS! IN THE HALL!

FOOTSTEPS IN THE HALL! IF ANYONE SEES ME LIKE THIS--

HI, TIGER! ARE YOU DECENT?
IT'S MARY JANE! AND-- I FORGOT TO LOCK THE DOOR!
STAY OUT!

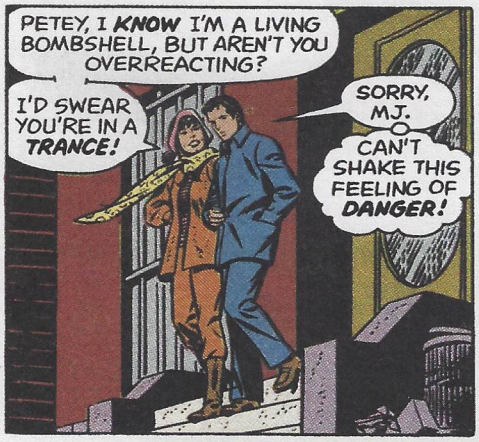

ARE YOU MAAAD, LAD? NOBODY SAYS THAT TO ME!
SHE'S COMING IN! TOO LATE TO HIDE-- OR RUN!

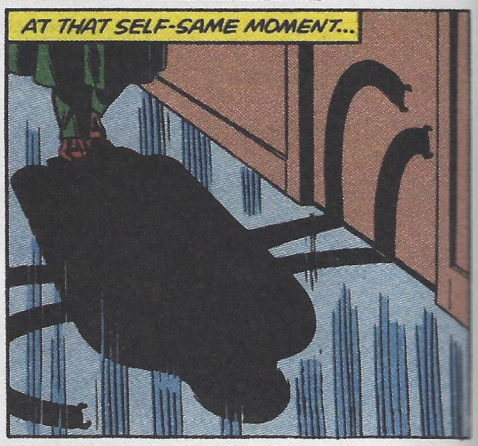
WELL, HEL-LO BASHFUL BUDDY! DID YOU FORGET OUR DATE?
DATE?!!

THE MUSEUM, REMEMBER? SO I CAN GET YOU SOME COUTH!
I'M SAFE! SHE DIDN'T SEE-- MY COSTUME!

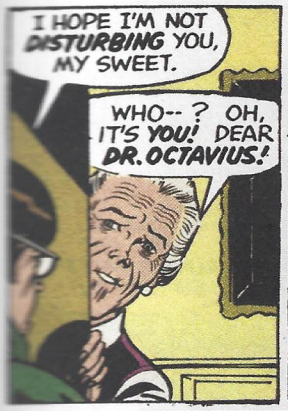
IF YOU MUST ADJUST YOUR BRITCHES, DON'T LET ME STOP YOU!
HEY, MJ-- NOBODY LOVES A SMART LASS!

BUT, EVEN AS ONE CRISIS ENDS...
THE TIME HAS COME-- TO CALL ON MRS. PARKER!

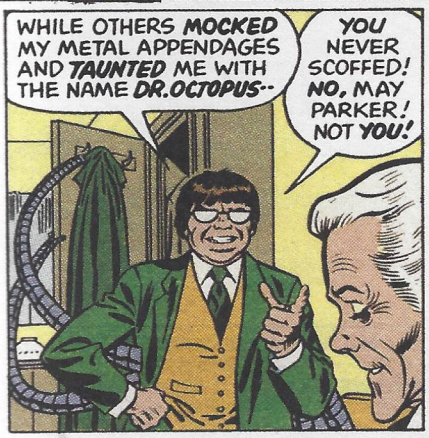

PETEY, I KNOW I'M A LIVING BOMBSHELL, BUT AREN'T YOU OVERREACTING?
I'D SWEAR YOU'RE IN A TRANCE!
SORRY, MJ.
CAN'T SHAKE THIS FEELING OF DANGER!

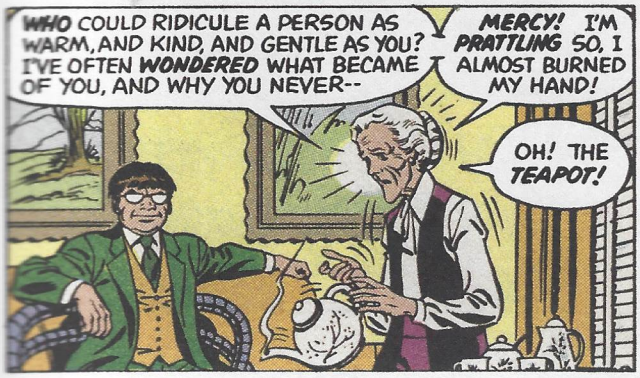

AT THAT SELF-SAME MOMENT...

--A STRANGE, TENTACLE-LIKE APPENDAGE RINGS THE DOORBELL OF PETER PARKER'S WIDOWED AUNT MAY...
SHE'LL NEVER SUSPECT A THING!


I HOPE I'M NOT DISTURBING YOU, MY SWEET.
WHO-- ? OH, IT'S YOU! DEAR DR. OCTAVIUS!

AH, MY PRETTY, HAS IT BEEN SO LONG-- ?
HAVE YOU FORGOTTEN WHEN YOU USED TO CALL ME-- OTTO?

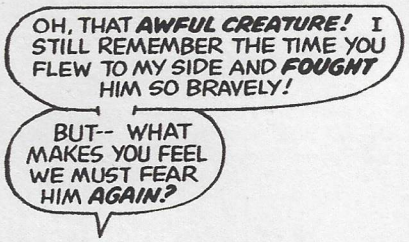

WHILE OTHERS MOCKED MY METAL APPENDAGES AND TAUNTED ME WITH THE NAME DR. OCTOPUS--
YOU NEVER SCOFFED! NO, MAY PARKER! NOT YOU!

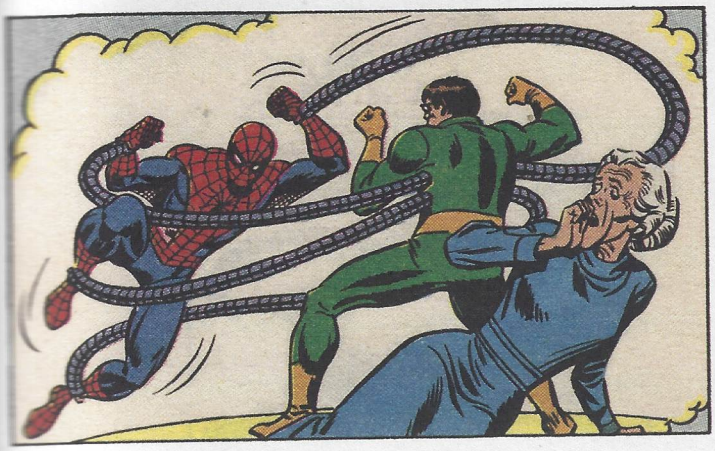

WHO COULD RIDICULE A PERSON AS WARM, AND KIND, AND GENTLE AS YOU? I'VE OFTEN WONDERED WHAT BECAME OF YOU, AND WHY YOU NEVER--
MERCY! I'M PRATTLING SO, I ALMOST BURNED MY HAND!
OH! THE TEAPOT!

NOT TO WORRY, MY LOVELY!
WHOOSH!!
KYK!

ALLOW ME!
OH, YOU ALWAYS WERE SO GAL-LANT!

BUT TELL ME, DEAR OTTO-- WHAT BRINGS YOU HERE?
A CONCERN FOR YOUR SAFETY, MY DOVE. I READ THAT SPIDER-MAN IS ONCE AGAIN AT LARGE!

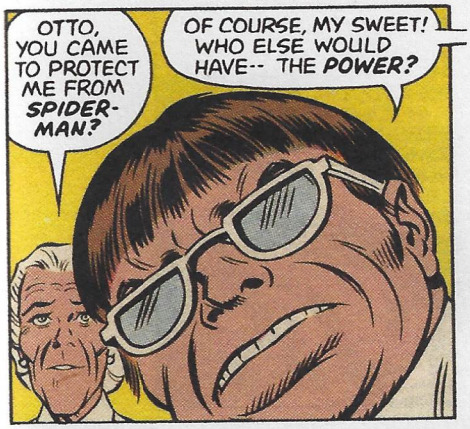

OH, THAT AWFUL CREATURE! I STILL REMEMBER THE TIME YOU FLEW TO MY SIDE AND FOUGHT HIM SO BRAVELY!
BUT-- WHAT MAKES YOU FEEL WE MUST FEAR HIM AGAIN?

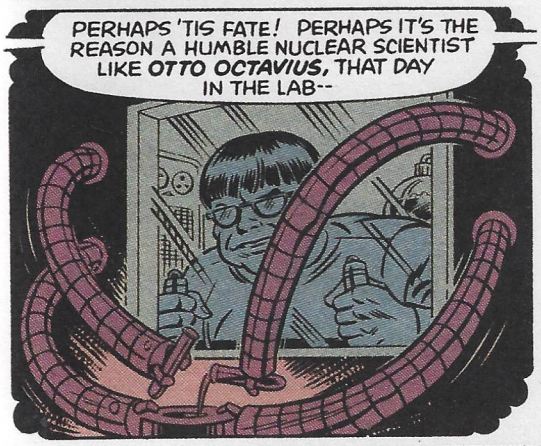


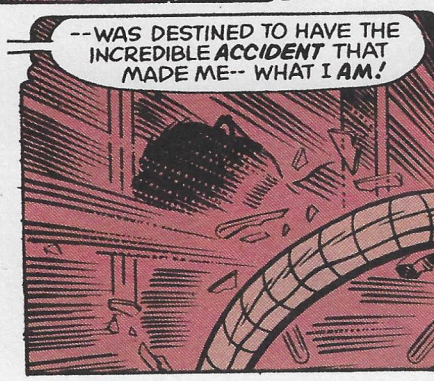
IN ALL NEW YORK, PERHAPS NO ONE BUT GENTLE, TRUSTING MAY PARKER WOULD WELCOME A VISIT FROM THE MAN KNOWN AS-- DR. OCTOPUS!
DO COME IN! IT'S SO GOOD TO SEE YOU!
THANK YOU, MY SWEET.

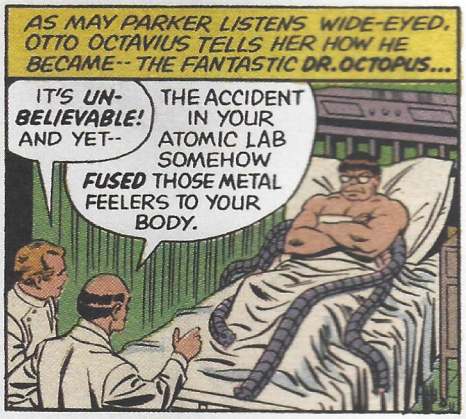
AH, MY PRETTY, THE WARMTH OF YOUR GREETING IS LIKE NOURISHMENT TO MY HUNGRY HEART!
THANK GOODNESS I GOT HERE IN TIME.
IN TIME, OTTO?

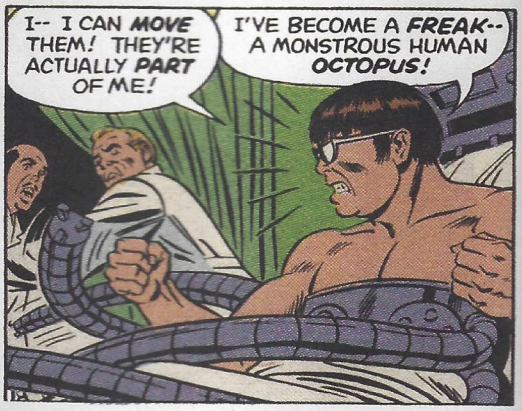
HAVEN'T YOU HEARD? THE MURDEROUS SPIDER-MAN WAS SEEN IN THE AREA! BUT FEAR NOT, MY LOVELY--
HE IS NO MATCH FOR DR. OCTOPUS!

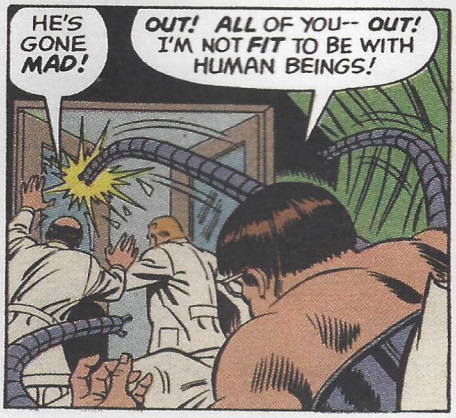

OTTO, YOU CAME TO PROTECT ME FROM SPIDER-MAN?
OF COURSE, MY SWEET! WHO ELSE WOULD HAVE-- THE POWER?

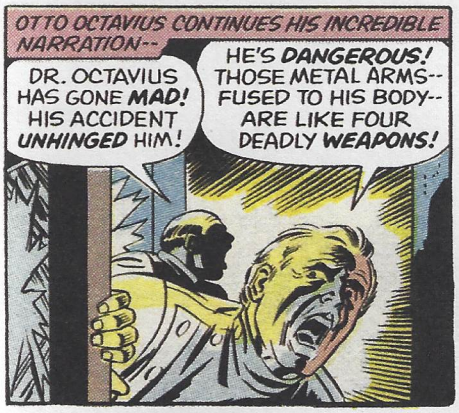

PERHAPS 'TIS FATE! PERHAPS IT'S THE REASON A HUMBLE NUCLEAR SCIENTIST LIKE OTTO OCTAVIUS, THAT DAY IN THE LAB--


--WAS DESTINED TO HAVE THE INCREDIBLE ACCIDENT THAT MADE ME-- WHAT I AM!

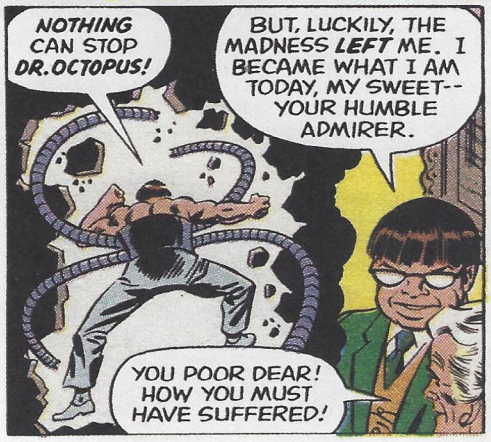

AS MAY PARKER LISTENS WIDE-EYED, OTTO OCTAVIUS TELLS HER HOW HE BECAME-- THE FANTASTIC DR. OCTOPUS...
IT'S UN-BELIEVABLE! AND YET--
THE ACCIDENT IN YOUR ATOMIC LAB SOMEHOW FUSED THOSE METAL FEELERS TO YOUR BODY.

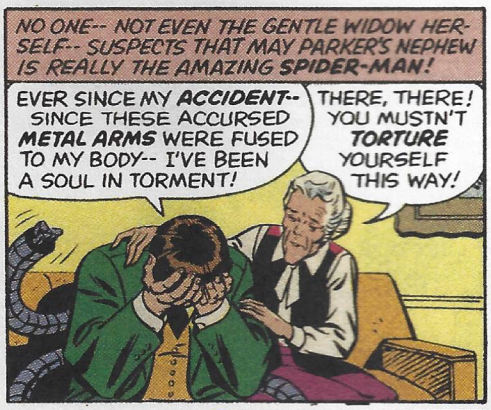

I-- I CAN MOVE THEM! THEY'RE ACTUALLY PART OF ME!
I'VE BECOME A FREAK-- A MONSTROUS HUMAN OCTOPUS!


HE'S GONE MAD!
OUT! ALL OF YOU-- OUT! I'M NOT FIT TO BE WITH HUMAN BEINGS!


OTTO OCTAVIUS CONTINUES HIS INCREDIBLE NARRATION--
DR. OCTAVIUS HAS GONE MAD! HIS ACCIDENT UNHINGED HIM!
HE'S DANGEROUS! THOSE METAL ARMS-- FUSED TO HIS BODY-- ARE LIKE FOUR DEADLY WEAPONS!

IT'S A MIRACLE! I'M THE MOST POWERFUL BEING ON EARTH!


NOTHING CAN STOP DR. OCTOPUS!
BUT, LUCKILY, THE MADNESS LEFT ME. I BECAME WHAT I AM TODAY, MY SWEET-- YOUR HUMBLE ADMIRER.
YOU POOR DEAR! HOW YOU MUST HAVE SUFFERED!


NO ONE-- NOT EVEN THE GENTLE WIDOW HERSELF-- SUSPECTS THAT MAY PARKER'S NEPHEW IS REALLY THE AMAZING SPIDER-MAN!
EVER SINCE MY ACCIDENT-- SINCE THESE ACCURSED METAL ARMS WERE FUSED TO MY BODY-- I'VE BEEN A SOUL IN TORMENT!
THERE, THERE! YOU MUSTN'T TORTURE YOURSELF THIS WAY!

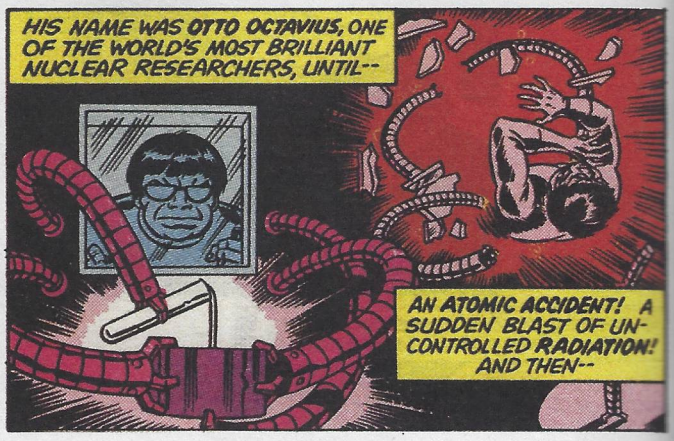
PEOPLE FEAR ME, MAY. THEY HATE ME! THEY'VE EVEN ACCUSED ME OF VIOLENT CRIMINAL DEEDS-- ME, WHO WOULDN'T HARM A FLY!
PEOPLE CAN BE SO CRUEL, OTTO!
IF NOT FOR YOU, MY SWEET--

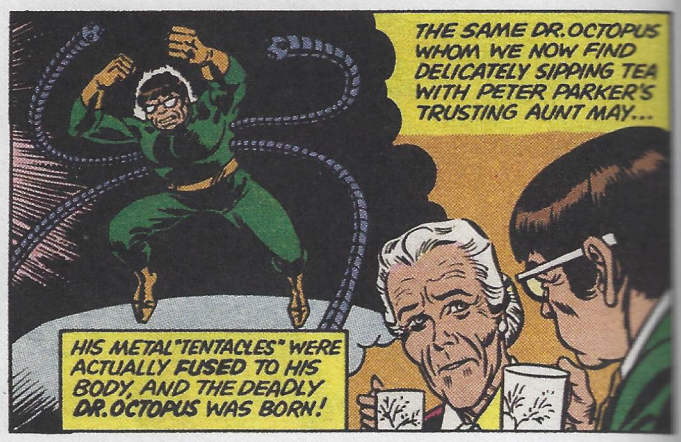
SIGH!-- I'LL NEVER FORGET YOU RUSHING TO MY SIDE BECAUSE THAT HORRIBLE SPIDER-MAN IS NEARBY!
IT WORKED! SHE BOUGHT IT! NOTHING CAN STOP ME NOW!

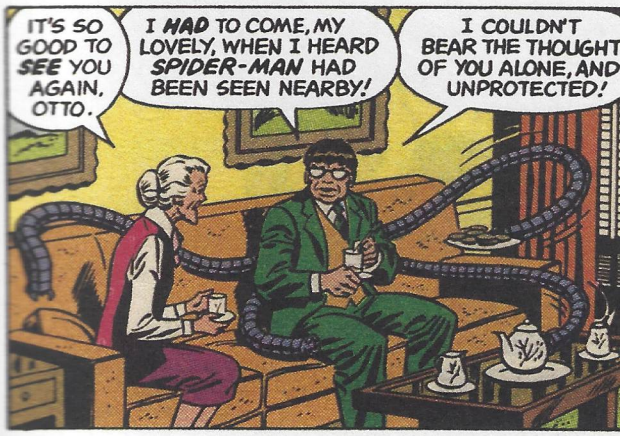
REMEMBER TO KEEP YOUR DOOR LOCKED, MY DEAR. WITH SPIDER-MAN AT LARGE, NOBODY IS SAFE!
YES, OTTO-- I KNOW. THAT'S WHY MY NEPHEW PETER DROPS BY SO OFTEN.

IF WE'RE OFF TO THE MUSEUM, PETEY, THIS IS SOME FAR-OUT SHORT CUT!
IT'LL JUST TAKE A MINUTE, MJ. I WANNA MAKE SURE MY AUNT IS OKAY.

MY SPIDER-SENSE KEEPS TINGLING! THERE'S DANGER NEARBY!
HEY, WHAT GIVES, TIGER? WHY SO TENSE AND TREMBLY?
VOICES! SOMEONE'S WITH AUNT MAY!


HIS NAME WAS OTTO OCTAVIUS, ONE OF THE WORLD'S MOST BRILLIANT NUCLEAR RESEARCHERS, UNTIL--
AN ATOMIC ACCIDENT! A SUDDEN BLAST OF UN-CONTROLLED RADIATION! AND THEN--


THE SAME DR. OCTOPUS WHOM WE NOW FIND DELICATELY SIPPING TEA WITH PETER PARKER'S TRUSTING AUNT MAY...
HIS METAL "TENTACLES" WERE ACTUALLY FUSED TO HIS BODY, AND THE DEADLY DR. OCTOPUS WAS BORN!


IT'S SO GOOD TO SEE YOU AGAIN, OTTO.
I HAD TO COME, MY LOVELY, WHEN I HEARD SPIDER-MAN HAD BEEN SEEN NEARBY!
I COULDN'T BEAR THE THOUGHT OF YOU ALONE, AND UNPROTECTED!

BUT MY NEPHEW PETER COMES TO VISIT...
LISTEN, MARY JANE. AUNT MAY MUST HAVE COMPANY!
FAR OUT, TIGER! THEN SHE WON'T NEED US!

LET'S YOU'N ME EASE ON OVER TO PJ'S AND--
HOLD IT!

MY SPIDER-SENSE-- IT'S TINGLING! THERE'S DANGER-- AND AUNT MAY'S IN THERE!
PETEY! WHAT'S WRONG?

THUMPP!
DOC OCK! WHAT'S HE DOING HERE?

PETER! HAVE YOU GONE MAD?
HER BLASTED NEPHEW! IF HE SUSPECTS MY PLAN-- HE MUST DIE!

SHOCKED AT HEARING THE VOICE OF AN OLD ENEMY, PETER PARKER LEAVES HIS STARTLED DATE AS HE CHARGES INTO THE APARTMENT OF HIS WIDOWED AUNT MAY, TO FIND...
DR. OCTOPUS!
PETER!
I FORGOT ABOUT HER BLASTED NEPHEW!

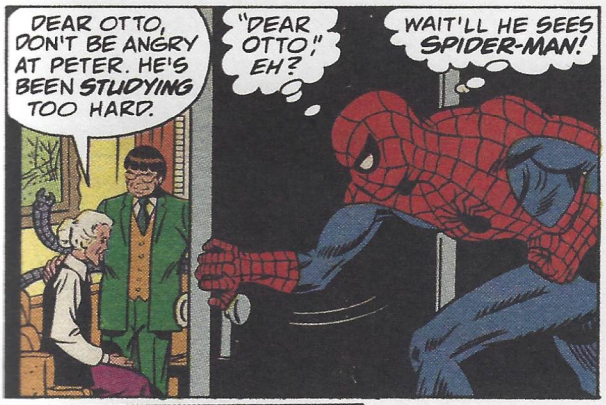
WHY'D YOU LET HIM IN? DON'T YOU REALIZE WHAT HE IS?
I DON'T KNOW WHAT'S HAPPENED TO YOU, BUT I WON'T LET YOU INSULT MY GUEST!

THE MOST DEADLY CRIMINAL ON EARTH--AND SHE CALLS HIM HER GUEST!
ONLY ONE WAY TO PROTECT HER-- TO OPEN HER EYES! I'VE GOT TO BECOME SPIDER-MAN!

PETER! I WANT YOU TO APOLOGIZE TO DR. OCTAVIUS!
I-I'LL BE OUT IN A MINUTE, AUNT MAY!

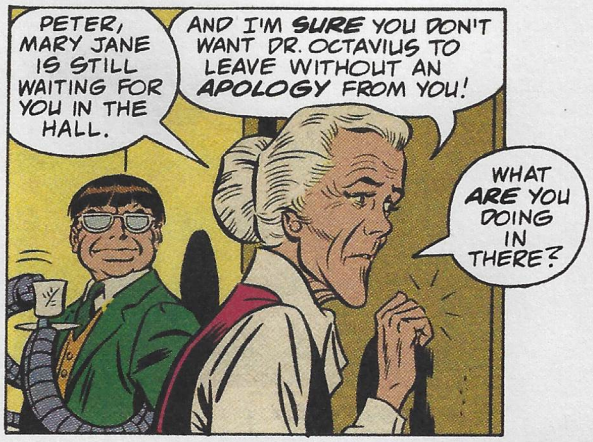
I DON'T KNOW WHAT GOT INTO HIM! HE'S ALWAYS BEEN SUCH A GENTLE BOY!
NOW, NOW, YOU MUSTN'T LET HIM UPSET YOU, MY SWEET!

IT'S INSANE! SHE THINKS DOC OCK IS JUST A HARMLESS OLD GENT!
BUT HE'LL SHOW HIS TRUE COLORS WHEN SPIDER-MAN APPEARS!


DEAR OTTO, DON'T BE ANGRY AT PETER. HE'S BEEN STUDYING TOO HARD.
"DEAR OTTO," EH?
WAIT'LL HE SEES SPIDER-MAN!

NO! HAVE I LOST MY MARBLES? PETER PARKER WAS THE ONLY ONE IN HERE!
IF SPIDER-MAN LEAPS OUT, THEY'LL KNOW WHO I REALLY AM!

I-I CAN'T DO IT! THE SHOCK WOULD KILL AUNT MAY!

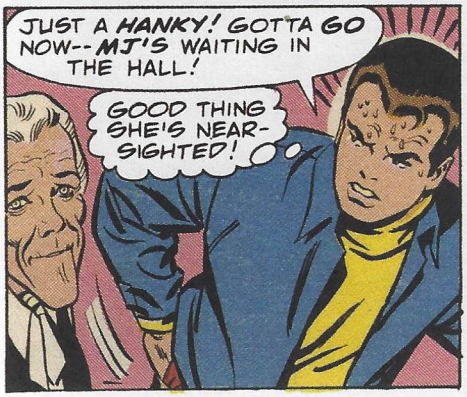

PETER, MARY JANE IS STILL WAITING FOR YOU IN THE HALL.
AND I'M SURE YOU DON'T WANT DR. OCTAVIUS TO LEAVE WITHOUT AN APOLOGY FROM YOU!
WHAT ARE YOU DOING IN THERE?

DON'T COME IN, AUNT MAY! I-I'LL BE OUT IN A SECOND!
CAN'T LET HER SEE MY SPIDER-MAN SUIT!

WHEW! AT LEAST MY IDENTITY IS STILL SAFE!

PETER, DR. OCTAVIUS IS WILLING TO FORGIVE YOUR UNWARRANTED OUTBURST!
THAT'S BIG OF HIM!
IF SHE WASN'T HERE, SPIDEY WOULD MAKE HIM EAT THAT FORGIVENESS!

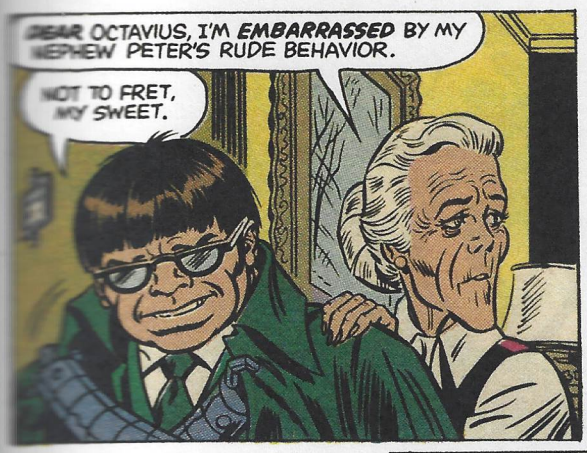
BUT NO ONE MUST EVER KNOW THAT PETER PARKER AND SPIDER-MAN ARE THE SAME--WHA-?!!
OH DEAR! WHAT'S STICKING OUT OF YOUR POCKET?
MY MASK!


JUST A HANKY! GOTTA GO NOW--MJ'S WAITING IN THE HALL!
GOOD THING SHE'S NEAR-SIGHTED!

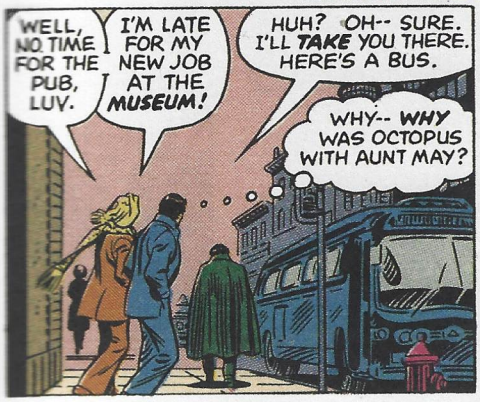
DON'T WORRY, MAY, MY SWEET, I'M NOT OFFENDED BY PETER'S HOSTILE ATTITUDE!
I'M AWARE THAT MY, EH, AFFLICTION, MAKES SOME PEOPLE NERVOUS!

BUT THERE'S NO REASON WHY YOUR NEPHEW AND I CAN'T BE THE BEST OF FRIENDS, EH, LAD?
THERE'S ONE REASON-- SPIDER-MAN IS YOUR MORTAL ENEMY!

MIGHT AS WELL GET USED TO ME, PETER. I INTEND TO SEE A LOT OF YOUR CHARMING AUNT MAY!


DEAR OCTAVIUS, I'M EMBARRASSED BY MY NEPHEW PETER'S RUDE BEHAVIOR.
NOT TO FRET, MY SWEET.

HEY, TIGER, WHY'D YOU GO CHARGIN' IN LIKE THAT?
SKIP IT, MJ! POR NADA!


WELL, NO TIME FOR THE PUB, LUV.
I'M LATE FOR MY NEW JOB AT THE MUSEUM!
HUH? OH-- SURE. I'LL TAKE YOU THERE. HERE'S A BUS.
WHY-- WHY WAS OCTOPUS WITH AUNT MAY?

MINUTES LATER--
HOW CAN I TELL HER HOW DANGEROUS-- HOW DEADLY HE IS?
SO I FIGURED I'D TRY THE MUSEUM-GUIDE GIG. IT'S NOT SHOW BIZ, BUT A GAL'S GOTTA EAT!
SAY, AM I KEEPING YOU AWAKE?

SORRY, MJ. WHAT DID YOU SAY?
YOU EXPECT ME TO REPEAT THOSE PRICE-LESS PEARLS OF WISDOM?
THERE SHE IS! MISS WATSON-- WE'RE WAITING!

WE EXPECT A HUGE TURN-OUT FOR THE NEW CHINESE TREASURES EXHIBIT. HERE'S YOUR HAND MIKE AND UNIFORM.
GOTTA DASH, PETEY. IT'S SHOW TIME!

I WISH I COULD CATCH HER SPIEL MYSELF. BUT NOT WITH DOC OCK ON THE LOOSE!
THERE MUST BE SOME MOTIVE-- SOME MAD REASON FOR HIS SUDDEN APPEARANCE!

CAN'T RISK LEAVING MY STREET CLOTHE HERE. I'LL WEB 'EM ONTO MY BACK

NOW, ALL I HAVE TO DO IS PICK UP OCK'S TRAIL.
SHOULDN'T TAKE LONG-- IN A CITY OF ONLY TEN MILLION!
THWIP!

WHILE IRREPRESSIBLE MARY JANE WATSON DOES HER THING AS MUSEUM GUIDE, A WORRIED PETER PARKER EAGERLY TAKES HIS LEAVE...
OKAY, CULTURE FANS, HERE'S WHERE IT'S AT.
GOTTA SPLIT! CAN'T LET TRAIL OF DR. OCTOPUS GROW COLD!

SECONDS LATER, A MASKED, COSTUMED FIGURE HURTLES INTO ACTION!
OCK IS OUT THERE-- WITH AUNT MAY!

SHE DOESN'T SUSPECT HOW DANGEROUS HE IS!

I'LL STASH MY CLOTHES-- SO I CAN TRAVEL LIGHT!
'CAUSE EVERY SECOND COUNTS!

DOC OCK IS OUT THERE-- SOMEWHERE IN THE CITY!

AND AUNT MAY IS WITH HIM!

BUT HOW? I DON'T EVEN KNOW WHERE TO BEGIN!

I SHOULD HAVE PLANTED MY SPIDEY TRACER ON HIM BEFORE!
SHEESH.
SOMETIME
I WONDER
I'M REALL
CUT OUT FO
THIS KIND
WORK!

I'VE BEEN SWINGING AROUND TOWN FOR HOURS-- BUT NO SIGN OF DOC OCK!

MIGHT AS WELL PICK UP MY SUIT FROM WHERE I WEBBED IT, AND-- HEY!
IT'S GONE!

MY WEBBING MUST HAVE DISSOLVED-- AND IT FELL--
UH OH! THOSE GARBAGE MEN HAVE IT!

NOT BAD! THESE THREADS ARE ALMOST NEW!
OH, NO! MY I.D.'S IN THE POCKET!

HEY, THOSE CLOTHES CAN WAIT! GIMME A HAND, WILL YA?
NOW'S MY CHANCE!
OKAY, MAN.
D.S. N.Y.

WHY WOULD SOME YO-YO DUMP AN ALMOST NEW SUIT?
DUNNO. MAYBE WE'RE ON CANDID CAMERA!
D.S. N.Y.

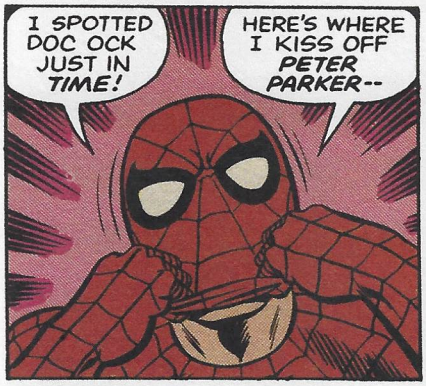
HEY, MAN, IF THOSE THREADS DON'T FIT YOU, I'LL-- WHAT'S WRONG?
THEY'RE GONE!

THIS EVENING WAS A REAL BUST! NOT A TRACE OF DOC OCK!

MIGHT AS WELL BECOME PETER PARKER AGAIN-- FOR ALL THE GOOD SPIDER-MAN DID!

MAN, I'D BE OUT OF BUSINESS WITHOUT WRINKLE-FREE DOUBLE KNITS!
HEY! WHY'S MY SPIDEY SENSE TINGLING?

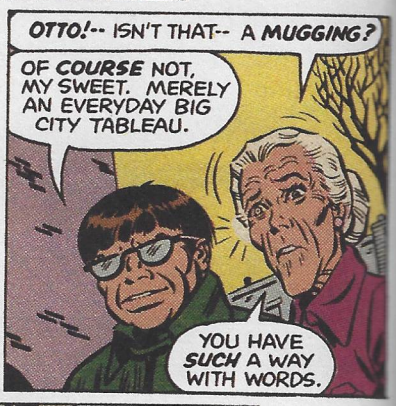
AUNT MAY! AND DOC OCK!
AFTER ALL MY SEARCHING, HE'S WALKING RIGHT INTO MY ARMS!


I SPOTTED DOC OCK JUST IN TIME!
HERE'S WHERE I KISS OFF PETER PARKER--

--SO THAT SPIDEY CAN GO INTO HIS ACT!
THERE'S NO WAY I'M LOSING THAT TURKEY AGAIN!

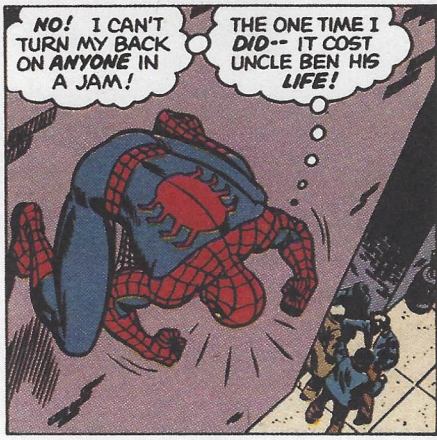
--NOT TILL I LEARN WHAT HE'S PLANNING FOR AUNT MAY!

IT'S DR. OCTOPUS! I KNEW IF I WAITED HERE LONG ENOUGH--
BUT-- WHAT DO I DO? HE'S WITH AUNT MAY!


OTTO!-- ISN'T THAT-- A MUGGING?
OF COURSE NOT, MY SWEET. MERELY AN EVERYDAY BIG CITY TABLEAU.
YOU HAVE SUCH A WAY WITH WORDS.

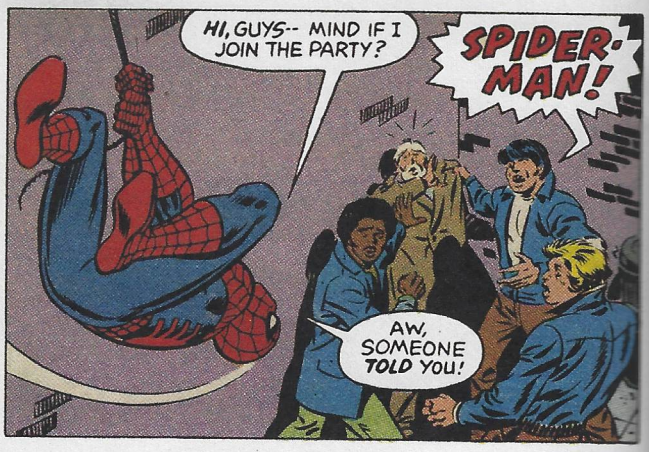
NOW COME, MY PRETTY. WE DON'T WANT TO MISS THE NEW MUSEUM EXHIBIT!
THOSE YELLOW PUNKS -- HASSLIN' A FRIGHTENED OLD MAN!

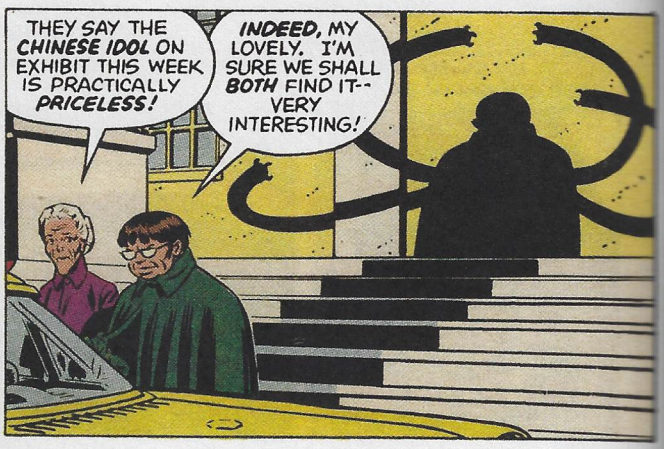
WELL, IT'S NOT MY PROBLEM! DOC OCK'S ENOUGH TO COPE WITH!


NO! I CAN'T TURN MY BACK ON ANYONE IN A JAM!
THE ONE TIME I DID-- IT COST UNCLE BEN HIS LIFE!

I'LL LET MY SPIDEY TRACER KEEP OCK UNDER WRAPS!

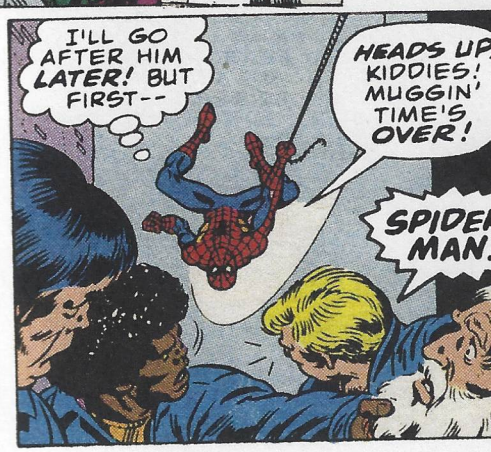
SO LONG AS IT CLINGS TO HIM I'LL BE ABLE TO ZERO IN AT WILL!

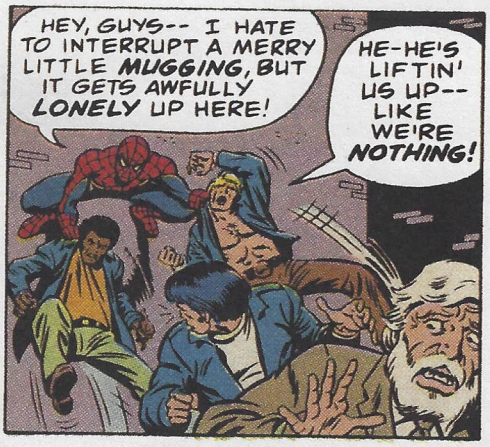

HI, GUYS-- MIND IF I JOIN THE PARTY?
SPIDER-MAN!
AW, SOMEONE TOLD YOU!

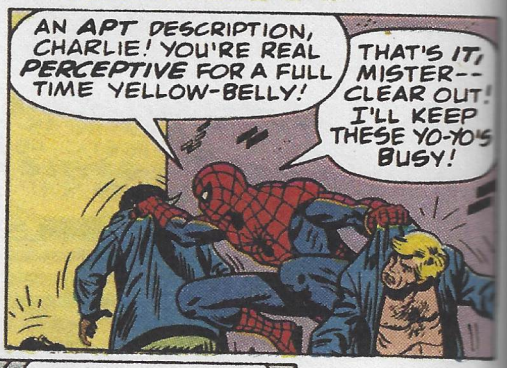

THEY SAY THE CHINESE IDOL ON EXHIBIT THIS WEEK IS PRACTICALLY PRICELESS!
INDEED, MY LOVELY. I'M SURE WE SHALL BOTH FIND IT-- VERY INTERESTING!

IF I TACKLE THOSE CREEPS BELOW ME, DOC OCK WILL GET AWAY!
BUT I CAN'T SHUT MY EYES TO AN OLD MAN BEING BEATEN!
COME, MY PRETTY! I DETEST STREET CORNER BRAWLS!

HERE WE ARE, MY LOVELY. WITHIN YON TEMPLE OF CULTURE ARE TREASURES TO SOOTHE THE SPIRIT AND NURTURE THE SOUL!
OH, OTTO! IF ONLY EVERYONE WERE AS POETIC, AS GENTLE AS YOU!


I'LL GO AFTER HIM LATER! BUT FIRST--
HEADS UP KIDDIES! MUGGIN' TIME'S OVER!
SPIDER-MAN!

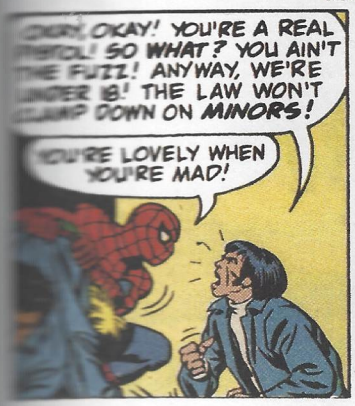

HEY, GUYS-- I HATE TO INTERRUPT A MERRY LITTLE MUGGING, BUT IT GETS AWFULLY LONELY UP HERE!
HE-HE'S LIFTIN' US UP-- LIKE WE'RE NOTHING!


AN APT DESCRIPTION, CHARLIE! YOU'RE REAL PERCEPTIVE FOR A FULL TIME YELLOW-BELLY!
THAT'S IT, MISTER-- CLEAR OUT! I'LL KEEP THESE YO-YO'S BUSY!

WOW! LOOK WHO'S GONNA SQUASH HIS FRIENDLY NEIGHBORHOOD SPIDER-MAN!
BELIEVE IT, TURKEY!

HEY, MAN --YOU'RE MAKIN' ME FEEL UN-WANTED!
EVEN SPIDER-MAN CAN'T FIGHT BACK WHEN HIS HANDS AIN'T FREE!
GLAD YOU TOLD ME, SEYMOUR--

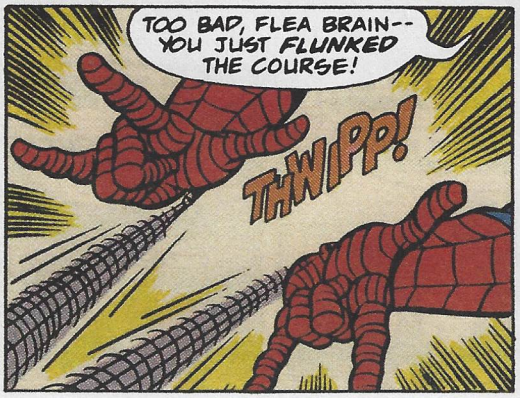
OTHERWISE, I MIGHT HAVE TRIED SOME-THING FOOLISH --LIKE THIS!
SPKTHUNK

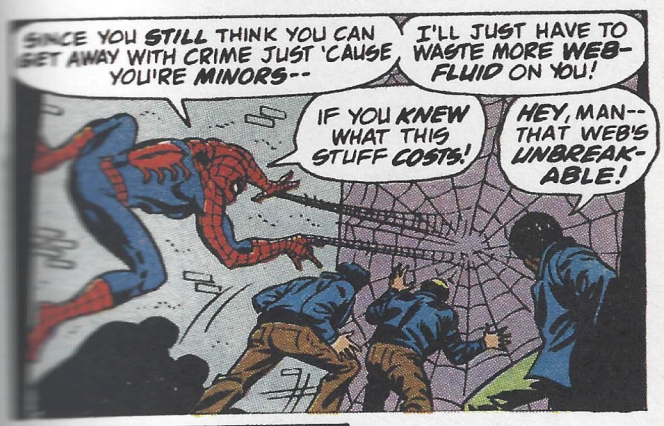

OKAY, OKAY! YOU'RE A REAL PISTOL! SO WHAT? YOU AIN'T THE FUZZ! ANYWAY, WE'RE UNDER 18! THE LAW WON'T CLAMP DOWN ON MINORS!
YOU'RE LOVELY WHEN YOU'RE MAD!

LIKE YOU SAID, I'M NO COP! SO, SINCE YOU WANN PLAY MUGGER, I CAN SHOW YOU HOW THE VICTIM FEELS!
HEY, FAR OUT! YOU CATCH ON FAST!

ALRIGHT, PLAYMATES, YOU CAN TAKE OFF NOW. BUT IF YOU EVER TRY ANOTHER MUGGING--!
HEY! DON'T I GET ANY THANKS FOR THE LESSON?

YOU GET NOTHIN', YA MASKED PUNK!
AT OUR AGE, ALL THE LAW CAN DO IS SLAP OUR WRISTS-- AN' YOU KNOW IT!


TOO BAD, FLEA BRAIN-- YOU JUST FLUNKED THE COURSE!
THWIPP!


SINCE YOU STILL THINK YOU CAN GET AWAY WITH CRIME JUST 'CAUSE YOU'RE MINORS--
I'LL JUST HAVE TO WASTE MORE WEB-FLUID ON YOU!
IF YOU KNEW WHAT THIS STUFF COSTS!
HEY, MAN-- THAT WEB'S UNBREAK-ABLE!

COME BACK! GET US OUT!
THE KID'S GOT GREAT LUNGS! BUT I'VE GOTTA FIND DOC OCK NOW!

AND, EVEN AS SPIDEY DOES HIS THING--
HERE, ON THIS CLOSELY-GUARDED PEDESTAL, THE PRICELESS DRAGON IDOL OF KIANGKOW!
WARS HAVE BEEN FOUGHT TO POSSESS IT!

DOC OCK MUST STILL BE WEARING THE SPIDEY TRACER I PLANTED ON HIM!
I CAN FEEL ITS EMANATIONS LEADING ME TO HIM!

THE FEELING GETS STRONGER--THE CLOSER I GET TO THE MUSEUM!
THAT MUST BE WHERE HE IS-- BUT WHY?

I WAS RIGHT! HE'S THERE WITH AUNT MAY!
HE'S SURROUNDED BY TREASURES! BUT WHAT CAN HE DO, WITH HER AT HIS SIDE?

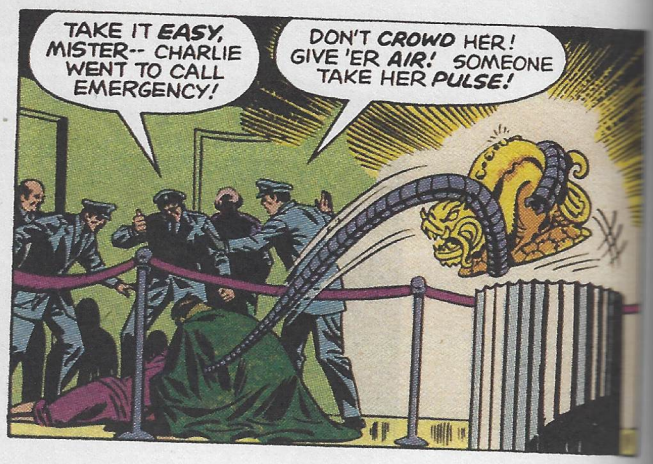
WHATEVER DOC OCK IS AFTER-- IT'S IN THIS MUSEUM!

BUT I CAN'T MAKE A MOVE WHILE HE'S WITH AUNT MAY!
AND HERE, ON LOAN FROM RED CHINA, ONE OF THEIR MOST PRICELESS NATIONAL TREASURES-- THE DRAGON IDOL OF KIANGKOW!
ISN'T MARY JANE ATTRACTIVE IN THAT OUTFIT! I WONDER WHERE PETER IS?

YOUR NEPHEW COULD NEVER APPRECIATE THE BEAUTY OF THAT GOLDEN MASTERPIECE.
IT IS NICE, OTTO

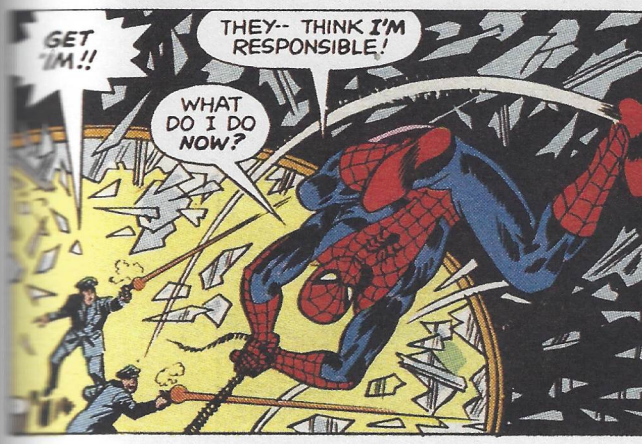
THERE! JUST THE SLIGHTEST PRESSURE ON THE PROPER NERVE, AND--
:OH!:
SLEEP TIGHT, MY DEAR!

HEY, WHAT HAPPENED? WHAT'S WRONG?
THE LADY COLLAPSED!
DON'T JUST STAND THERE, YOU CLODS! GET AN AMBULANCE!

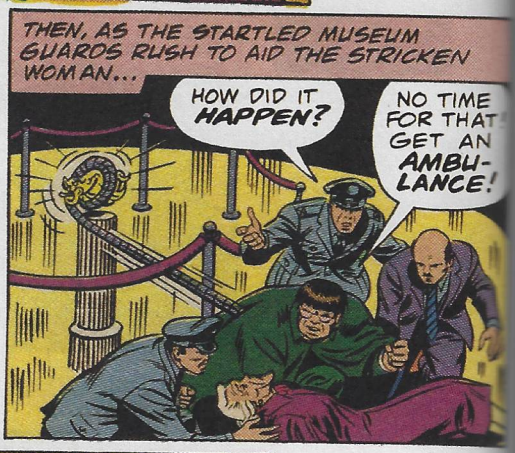

TAKE IT EASY, MISTER-- CHARLIE WENT TO CALL EMERGENCY!
DON'T CROWD HER! GIVE 'ER AIR! SOMEONE TAKE HER PULSE!

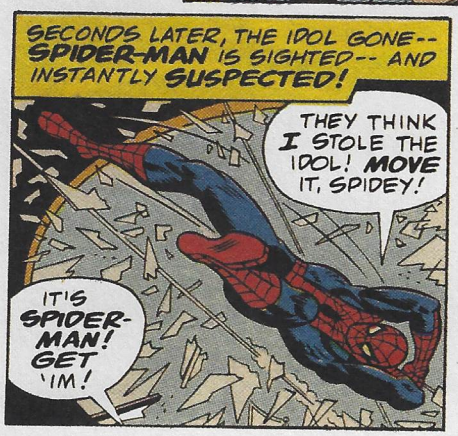
THAT WAS HIS PLAN! HE USED AUNT MAY AS A DECOY!

BUT WHAT DID HE DO TO HER? IS S
ALL RIGHT? I'VE GOT TO-- WHA--
THE IDOL-- IT'S GONE!
UP THER SPIDER MAN!
HE DID IT!


GET 'IM!!
THEY-- THINK I'M RESPONSIBLE!
WHAT DO I DO NOW?

AS PETER PARKER'S WIDOWED AUNT MAY ADMIRES THE GOLDEN IDOL OF KIANGKOW, A METAL TENTACLE SILENTLY REACHES OUT--
I DID IT! I TOUCHED THE PROPER NERVE!
OH!


THEN, AS THE STARTLED MUSEUM GUARDS RUSH TO AID THE STRICKEN WOMAN...
HOW DID IT HAPPEN?
NO TIME FOR THAT! GET AN AMBU-LANCE!


SECONDS LATER, THE IDOL GONE-- SPIDER-MAN IS SIGHTED-- AND INSTANTLY SUSPECTED!
THEY THINK I STOLE THE IDOL! MOVE IT, SPIDEY!
IT'S SPIDER-MAN! GET 'IM!

DOC OCK STOLE THE GOLDEN IDOL-- BUT I'M THE ONLY ONE WHO SAW HIM!
FAT LOTTA GOOD THAT'LL DO ME!

NOBODY'LL TAKE MY WORD FOR IT--
SINCE THE COPS THINK I'M THE THIEF!
-WHEW!- I CUT OUTTA THERE JUST IN TIME!

THE IDOL'S GONE! SPIDER-MAN TOOK IT!
THERE'S STILL TIME! WE'LL SEAL OFF THE STREETS!
POLICE

MRS. PARKER? WOW! SHE'S STILL UN-CONSCIOUS!
THE EXCITEMENT WAS TOO MUCH FOR HER! IT ISN'T EVERY DAY ONE SEES A PRICE-LESS IDOL STOLEN BY SPIDER-MAN!

WHAT HAPPENED? WHERE-- AM I?

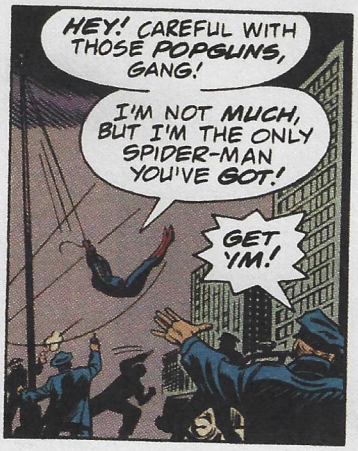
WE'RE IN THE MUSEUM, MY LOVELY! YOU FAINTED WHEN YOU SAW SPIDER-MAN STEAL THE GOLDEN IDOL!
I-I SAW THAT?
YOU MUST TRY TO REMEMBER!

MEANWHILE, WE RETURN TO THE FALSELY ACCUSED WEB-SLINGER--
FREEZE, MISTER! WE'VE GOT YOU SURROUNDED!

YOU HAVEN'T A PRAYER, WALL-CRAWLER! THE STREET'S CORDONED OFF!
GIVE UP-- WHILE YOU CAN!
YOUR LOGIC IS FLAWLESS, GUYS!

BUT SURRENDERING IS SUCH A TACKY THING TO DO!
THWIPP!
FTIK!

BESIDES, I CAN USE A LITTLE WORKOUT!
HEADS UP, TIGERS! IT'S WEB-SWINGIN' TIME!


HEY! CAREFUL WITH THOSE POPGUNS, GANG!
I'M NOT MUCH, BUT I'M THE ONLY SPIDER-MAN YOU'VE GOT!
GET 'IM!

SOMETIMES I FEEL MY LITTLE BON MOTS ARE WASTED ON THOSE GUYS!

I CAN'T UNDERSTAND THEIR HOSTILITY! I THINK I'M ADORABLE!

HE'S GONE! HE SWUNG RIGHT PAST US LIKE WE WEREN'T THERE!
I DON'T GET IT! IF HE SNATCHED THAT IDOL, WHERE IS IT? HE SURE WASN'T CARRYIN' IT!

WHILE OUR FRIENDLY NEIGHBORHOOD SPIDER-MAN EVADES A POLICE CORDON, WE FIND--
HOLD IT, YOU TWO!

NOBODY'S SUPPOSED TO LEAVE THE MUSEUM TILL THE CAPTAIN SAYS SO.

I COMMEND YOUR DILIGENCE, OFFICER, BUT THIS LOVELY LADY HAD FAINTED! I'M ESCORTING HER HOME.
WELL-- GUESS IT'S OKAY!

SO THAT WAS HIS PLAN! HE USED AUNT MAY AS AN UNWITTING DECOY!
AND NOW IT'S SHOWDOWN TIME! JUST DOC OCK --AND ME!

NOW, MY LOVELY, YOU MUST GO HOME AND GET SOME REST. YOU'VE HAD A MOST TRYING EXPERIENCE!
DEAR, OTTO-- YOU'RE SO UNDER-STANDING! THOUGH I DON'T KNOW WHY I FAINTED IN THE MUSEUM THAT WAY. IT-- IT'S ALL SO STRANGE!
RT BOOKS

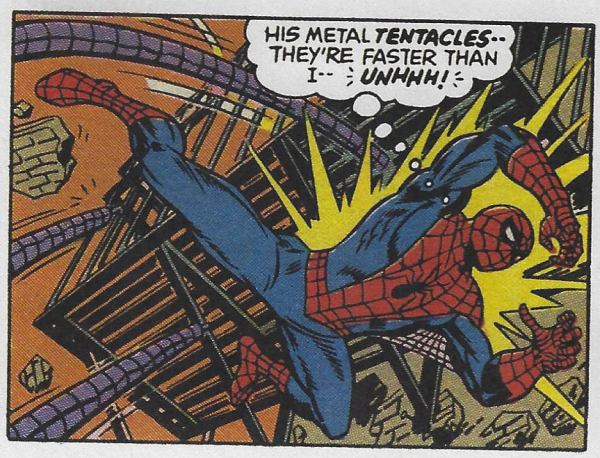
YOU FAINTED BECAUSE I ARRANGED THAT LITTLE DIVERSION-- THE BETTER TO SEIZE MY GOLDEN TREASURE!

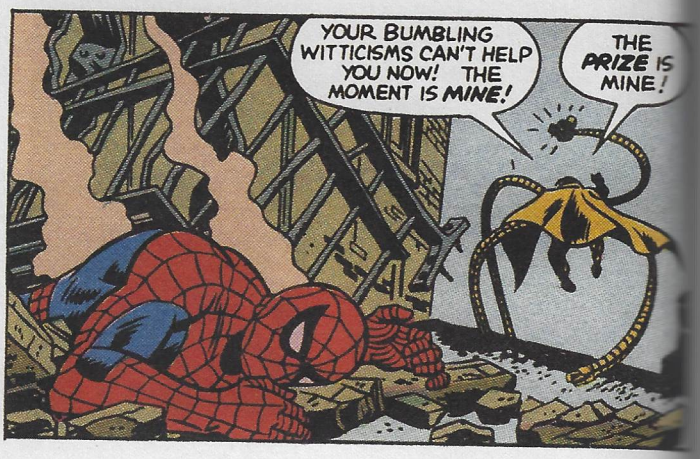
HEY, MISTER-- DON'TCHA KNOW THAT STOLEN IDOLS BRING BAD LUCK?
WHA-?

WHY SO SURPRISED, BUNKY?
NEVER SAW A FRIENDLY NEIGHBORHOOD SPIDER-MAN BEFORE?
YOU!

YOU ALWAYS DID HAVE A GIFT FOR REPARTEE!
THE FIRE ESCAPE! HE'S REACHING FOR IT--!

SKRRAK!

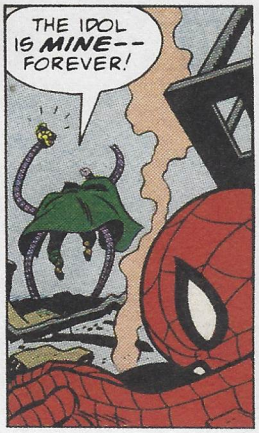

HIS METAL TENTACLES-- THEY'RE FASTER THAN I-- UNHHH!


YOUR BUMBLING WITTICISMS CAN'T HELP YOU NOW! THE MOMENT IS MINE!
THE PRIZE IS MINE!

SEEING DR. OCTOPUS WITH THE STOLEN IDOL, SPIDER-MAN PURSUES HIM, UNTIL--
THE WEB-SLINGER! HE SPOTTED ME!

KRAKK!
YOUR METAL TENTACLES WON'T STOP ME NOW!
DON'T BET ON IT, BRAGGART!

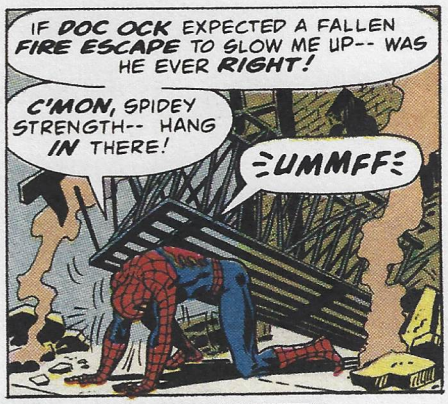
SPTANNG!
THE FIRE ESCAPE! HE'S TEARING IT FROM-- UNHH!


THE IDOL IS MINE-- FOREVER!

DOC OCK-- STOPPED ME-- COLD!
BUT--CAN'T LET HIM ESCAPE-- WITH IDOL!

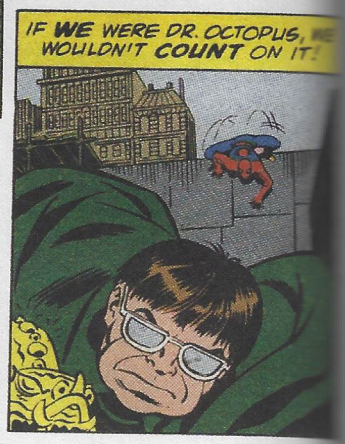
SPIDER-MAN IS STIRRING!
I'VE TOO BIG A LEAD! HE'LL NEVER CATCH ME!

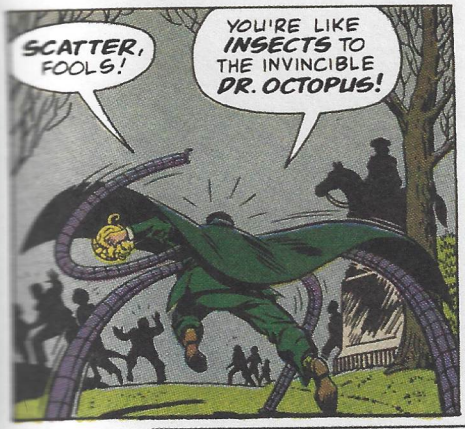
FIRST TIME I'VE BEEN WHOMPED BY A FIRE ESCAPE!
OKAY, OCK-- THAT'S ONE MORE I OWE YOU!

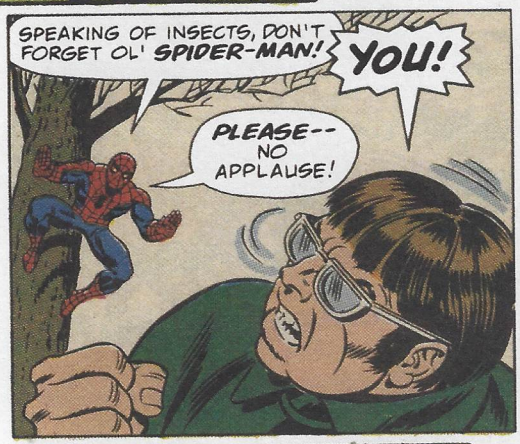

IF DOC OCK EXPECTED A FALLEN FIRE ESCAPE TO SLOW ME UP-- WAS HE EVER RIGHT!
C'MON, SPIDEY STRENGTH-- HANG IN THERE!
=UMMFF=

I'M FREE!
AND THERE'S STILL TIME TO CATCH HIM!

BLAST IT! I FORGOT ABOUT THE CONSTRUCTION HERE!
BUT-- IF I TURN BACK-- I'LL RUN INTO SPIDER-MAN!







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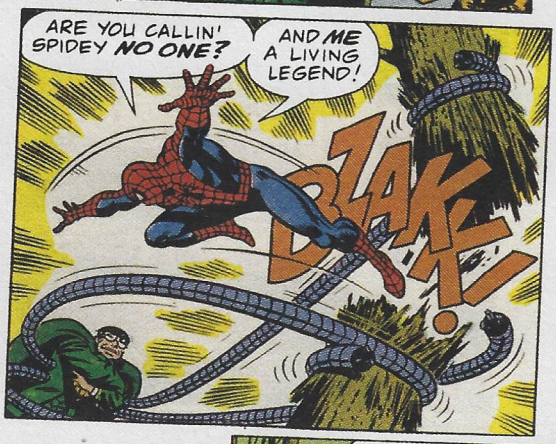

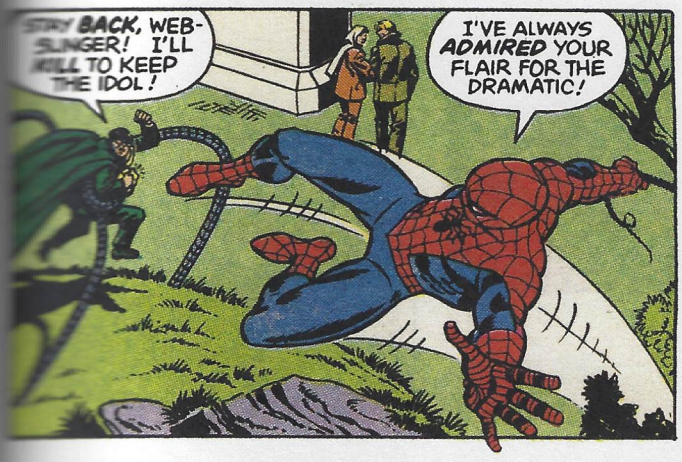

assertive women who drink juice are fucking sexy.
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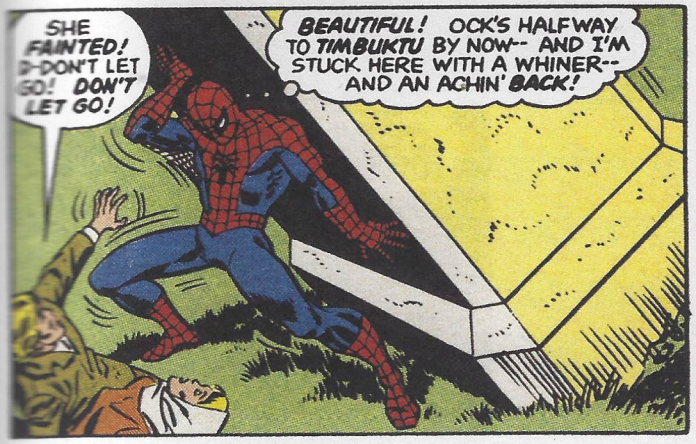
WELL NOW-- WE'VE BEEN A BAAAD LITTLE DR. OCTOPUS, HAVEN'T WE?
YOU OVER-CONFIDENT FOOL!

ONCE AGAIN YOU'VE UNDERESTIMATED THE POWER OF MY TENTACLES!

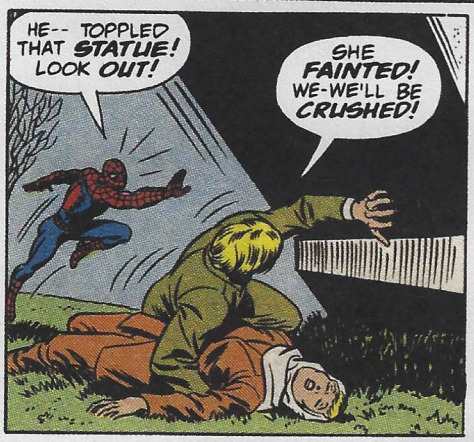
OH MAN! I KEEP FORGETTING WHAT HE CAN DO WITH THOSE METAL ARMS!
AND NOW-- TO MAKE SURE THAT I'M RID OF YOU FOREVER--

I'LL PROVIDE A SMALL DIVER-TISSEMENT TO KEEP YOU OCCUPIED!
KRAKKK

MOVE IT, YOU TWO-- WHILE YOU STILL CAN!
OOOHHHH


SHE FAINTED! D-DON'T LET GO! DON'T LET GO!
BEAUTIFUL! OCK'S HALFWAY TO TIMBUKTU BY NOW-- AND I'M STUCK HERE WITH A WHINER-- AND AN ACHIN' BACK!

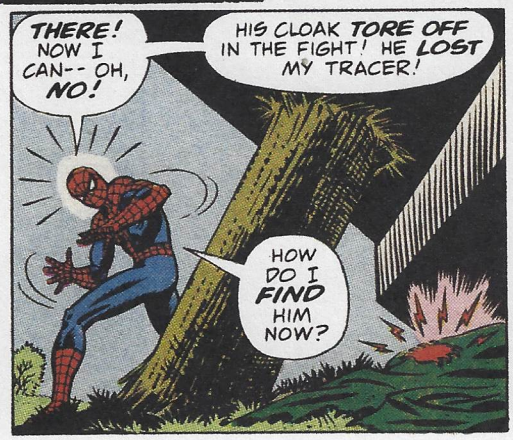
FIGHTING FOR THE STOLEN DRAGON IDOL, OUR HERO IS FELLED BY THE METAL "ARMS" OF DR. OCTOPUS...
NOW I'LL MAKE CERTAIN YOU CAN'T FOLLOW ME!


HE-- TOPPLED THAT STATUE! LOOK OUT!
SHE FAINTED! WE-WE'LL BE CRUSHED!

MOVE IT, YOU TWO! GET OUTTA HERE!
THEY'RE OKAY NOW, BUT-- HOW DO I-- GET OUT FROM UNDER?

NO MATTER HOW FAR DR. OCTOPUS GETS, I'LL ZERO IN ON HIM WITH THE "SPIDEY TRACER" I PLANTED ON HIS CAPE!
THWIPP!

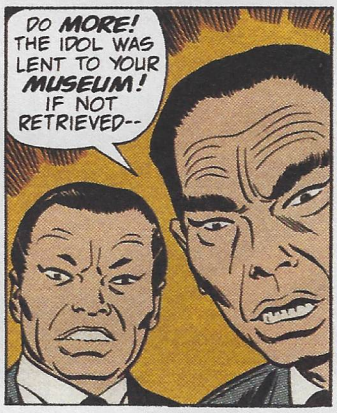
SO, ALL I HAVE TO DO IS GET OUT FROM UNDER HERE--
SPTHAKK!


THERE! NOW I CAN-- OH, NO!
HIS CLOAK TORE OFF IN THE FIGHT! HE LOST MY TRACER!
HOW DO I FIND HIM NOW?

EVEN AS SPIDEY SEARCHES FOR DR. OCTOPUS AND THE STOLEN IDOL...

THE KIANGKOW DRAGON IS A NATIONAL TREASURE!
IT IS PRICELESS! THE PEOPLE'S REPUBLIC DEMANDS ITS RETURN!

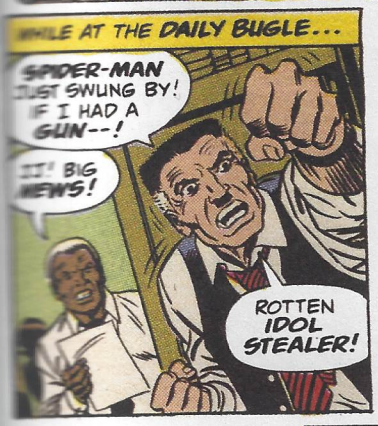
GENTLEMEN, WE'RE DOING ALL WE CAN TO REGAIN IT!


DO MORE! THE IDOL WAS LENT TO YOUR MUSEUM! IF NOT RETRIEVED--

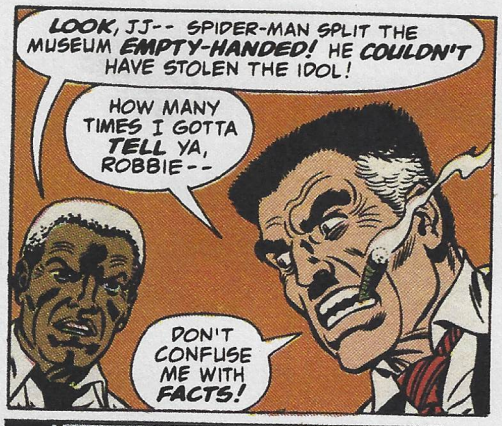
IT COULD MEAN-- WORLD WAR III!

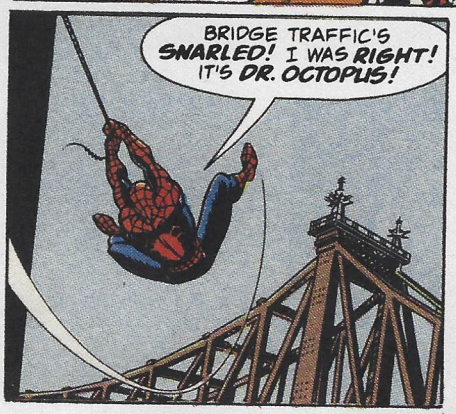
IF I WERE DR. OCTOPUS, I'D CUT OUT OF TOWN WITH THE STOLEN IDOL!

HE WAS HEADING FOR THE QUEENSBORO BRIDGE WHEN I LAST-- WAIT!
SOMETHING'S CLIMBING UP ONE OF THE PILLARS!


WHILE AT THE DAILY BUGLE...
SPIDER-MAN JUST SWUNG BY! IF I HAD A GUN--!
IT'S BIG NEWS!
ROTTEN IDOL STEALER!

THE MISSING IDOL IS A POWDER KEG! RED CHINA'S MOBILIZING!
I KNEW IT! I KNEW IT!
THAT MASKED MISFIT IS OUT TO START A WAR!

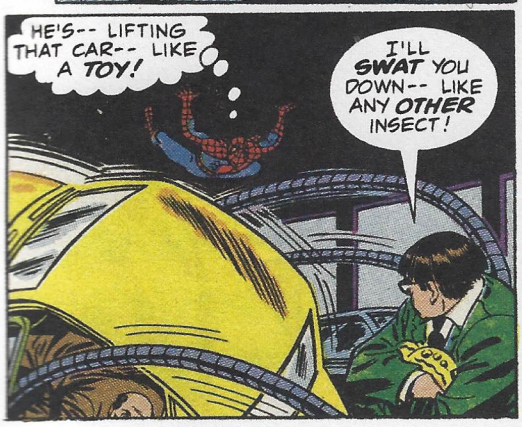

LOOK, JJ-- SPIDER-MAN SPLIT THE MUSEUM EMPTY-HANDED! HE COULDN'T HAVE STOLEN THE IDOL!
HOW MANY TIMES I GOTTA TELL YA, ROBBIE--
DON'T CONFUSE ME WITH FACTS!

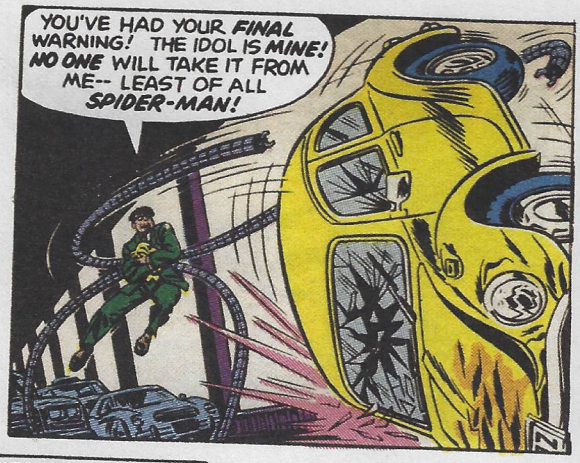

BRIDGE TRAFFIC'S SNARLED! I WAS RIGHT! IT'S DR. OCTOPUS!

THE DRAGON IDOL'S MINE!
NOTHING CAN STOP ME NOW!

SPIDER-MAN! YOU FOUND ME!
FACE IT, OCK-- YOU'RE A HARD GUY TO MISS!

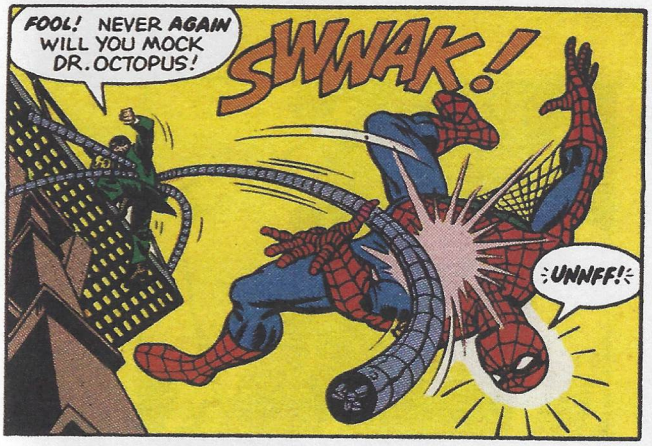
THIS TIME YOU WON'T ESCAPE ALIVE!
THERE'S ANOTHER WAY?


HE'S-- LIFTING THAT CAR-- LIKE A TOY!
I'LL SWAT YOU DOWN-- LIKE ANY OTHER INSECT!


YOU'VE HAD YOUR FINAL WARNING! THE IDOL IS MINE! NO ONE WILL TAKE IT FROM ME-- LEAST OF ALL SPIDER-MAN!

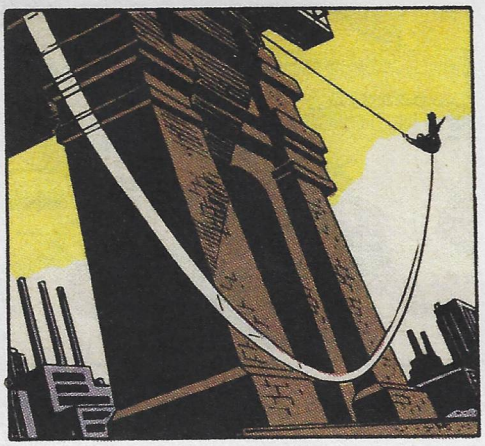
I HEARD YOU, I HEARD YOU! WHEN WILL YOU LEARN NOT TO TALK WITH YOUR HANDS?

IT'S EASY TO TAUNT-- BUT DO YOU DARE FOLLOW ME-- UP HERE?
HEAVENS NO! I'M AFRAID OF HEIGHTS!

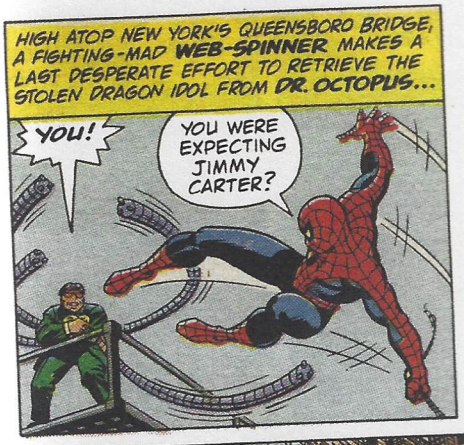

FOOL! NEVER AGAIN WILL YOU MOCK DR. OCTOPUS!
SWWAK!
:UNNFF!:

I HAD TO LET HIM DO IT! IT'S THE ONLY WAY TO TAKE HIM BY SURPRISE!

THWIPP!



IT WORKED! HE THINKS I'M IN THE DRINK BELOW!
AND NOW IT'S TIME-- FOR THE FINAL ROUND!


HIGH ATOP NEW YORK'S QUEENSBORO BRIDGE, A FIGHTING-MAD WEB-SPINNER MAKES A LAST DESPERATE EFFORT TO RETRIEVE THE STOLEN DRAGON IDOL FROM DR. OCTOPUS...
YOU!
YOU WERE EXPECTING JIMMY CARTER?

IT'S TIME TO WRAP IT UP NOW, WIGGLES!
--'CAUSE I'VE GOT THIS SILLY FEAR OF HEIGHTS!

I'LL CURE YOU OF IT-- PERMANENTLY!

HE-- SNAPPED MY WEB-LINE! I'M FALLING!
FZTAKK!

I'VE DONE IT!
I'VE BEATEN YOU AT LAST!

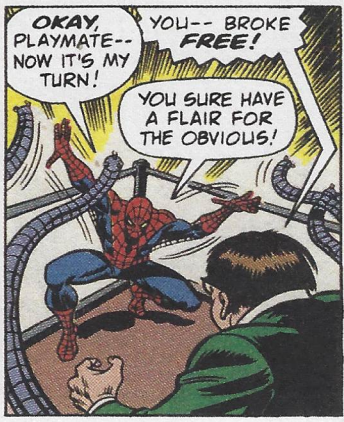
ALMOST-- BLACKED OUT! NEED TIME-- TO CLEAR MY HEAD!

BUT-- LOOKS LIKE-- MY TIME'S RUN OUT!

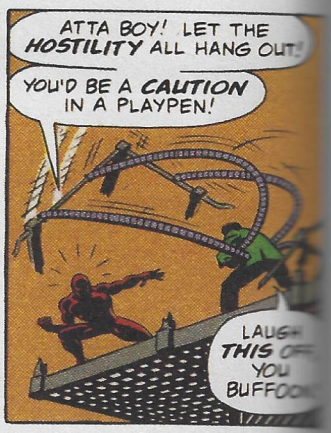
I BLEW IT! I LET OCTOPUS-- GET HIS TENTACLES AROUND ME!

WITH YOU DEFEATED, THE IDOL WILL BE MINE FOREVER!
DEFEATED? US ARACHNID TYPES DON'T EVEN KNOW THE WORD!

AND NOBODY HUGS ME-- BUT MY GIRL FRIEND!
C'MON, SPIDEY-STRENGTH! DON'T FAIL ME NOW!

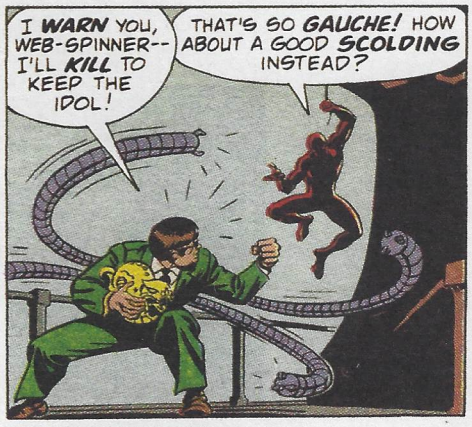

OKAY, PLAYMATE-- NOW IT'S MY TURN!
YOU-- BROKE FREE!
YOU SURE HAVE A FLAIR FOR THE OBVIOUS!

I'M THROUGH TOYING WITH YOU NOW!
HEY, GREAT DIALOGUE! REAL VINTAGE NICKELODEON!


ATTA BOY! LET THE HOSTILITY ALL HANG OUT!
YOU'D BE A CAUTION IN A PLAYPEN!
LAUGH THIS OFF YOU BUFFOON!

LAUGH? DON'T FLATTER YOURSELF! A MEL BROOKS YOU'RE NOT!
SKANNGG!

OKAY, CHUCKLES, YOU HAD YOUR INNINGS!
NOW I'M UP AT BAT!


I WARN YOU, WEB-SPINNER-- I'LL KILL TO KEEP THE IDOL!
THAT'S SO GAUCHE! HOW ABOUT A GOOD SCOLDING INSTEAD?

ANYWAY, I MUST GET IT BACK-- TO PROVE I DIDN'T STEAL IT!
NOW DON'T TAKE THIS PERSONALLY, LITTLE FELLA!

YOU GIBBERING BUFFOON! YOUR PUNY WEBBING CAN'T STOP ME!
HE'S SLICING IT UP LIKE CONFETTI! WHAT DO I DO NOW?

AS SPIDER-MAN AND DR. OCTOPUS FIGHT TO THE FINISH ATOP THE QUEENSBORO BRIDGE...
PETER HASN'T BEEN HOME FOR HOURS! NOR HAS DEAR OTTO!

I-- CAN'T HELP WORRYING ABOUT THEM!
NO ONE IS SAFE ON THE STREETS-- WITH THAT HORRIBLE SPIDER-MAN RUNNING LOOSE!

BUT POOR SPIDEY HAS PROBLEMS OF HIS OWN RIGHT NOW--
YOUR WEBBING CAN'T STOP ME-- AND YOU'VE NO PLACE LEFT TO RUN!
WOW! YOU SURE MAKE A FELLA FEEL SECURE!

YOU CREEP! WITH THE PRICE OF WEBBING WHAT IT IS TODAY--
THE DRAGON-- IT'S FALLING!
AS THE SLASHING TENTACLES OF DR. OCTOPUS SLICE THEIR WAY THROUGH THE PROTECTIVE WEB SCREEN, A FIGHTING-MAD SPIDER-MAN MAKES ONE FINAL, DESPERATE LUNGE--

BUT, MOVING WITH BLINDING SPEED--
I GOT IT!

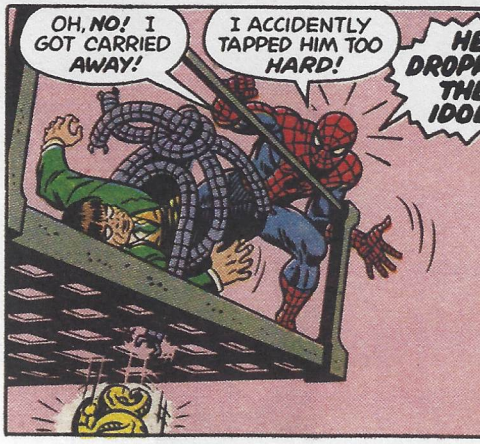
BUT-- IT WON'T FIT THRU THE SLATS!
THOK!

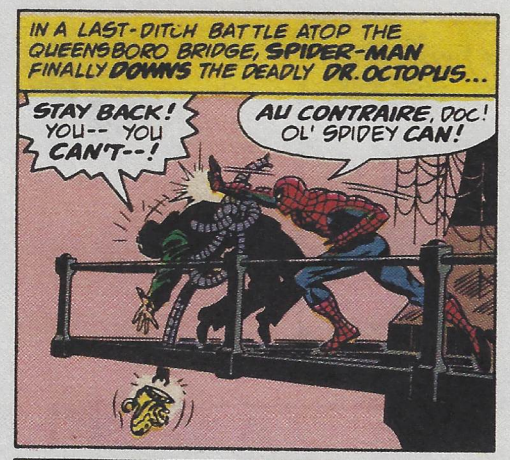
STAY BACK, YOU MUSCLEBOUND MISFIT!
IT MUSTN'T SLIP AGAIN!
TORN BETWEEN THE IDOL AND THE ARACHNID, DOC OCK FLOUNDERS IN CONFUSION--

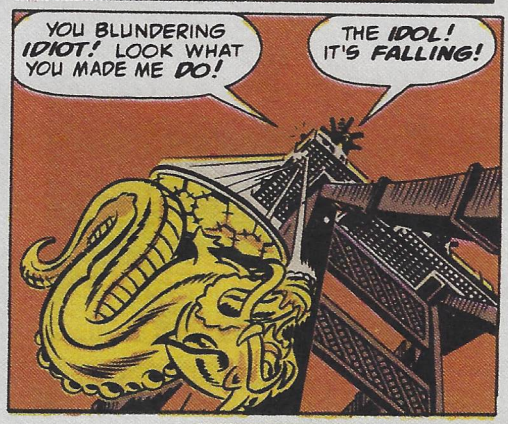
YOU TRICKED ME! YOU KNOW I CAN'T KEEP FIGHTING-- FOR FEAR I'LL LOSE MY TREASURE!
ONE REASON'S AS GOOD AS ANOTHER, BUNKY!

YOU WON'T TIE ME UP LIKE SOME BALE OF HAY!
WELL, LOOKY HERE! STILL SOME FIGHT LEFT IN MY CORNBALL BUDDY!

BUT NOT FOR LONG!
FLAPP!


OH, NO! I GOT CARRIED AWAY!
I ACCIDENTLY TAPPED HIM TOO HARD!


IN A LAST-DITCH BATTLE ATOP THE QUEENSBORO BRIDGE, SPIDER-MAN FINALLY DOWNS THE DEADLY DR. OCTOPUS...
STAY BACK! YOU-- YOU CAN'T--!
AU CONTRAIRE, DOC! OL' SPIDEY CAN!


YOU BLUNDERING IDIOT! LOOK WHAT YOU MADE ME DO!
THE IDOL! IT'S FALLING!

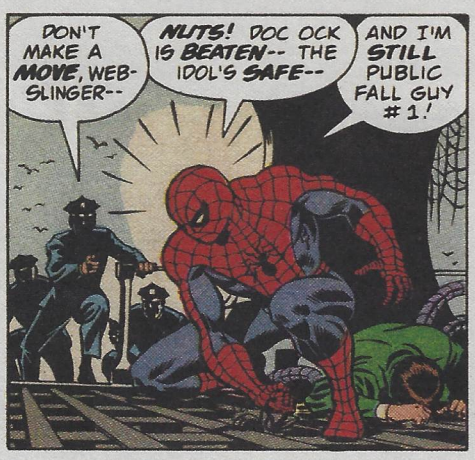
MEANWHILE, AT CITY HALL...
THE DRAGON IDOL IS ONE OF OUR NATIONAL TREASURES!
IF IT IS NOT REGAINED-- IT COULD MEAN WAR!

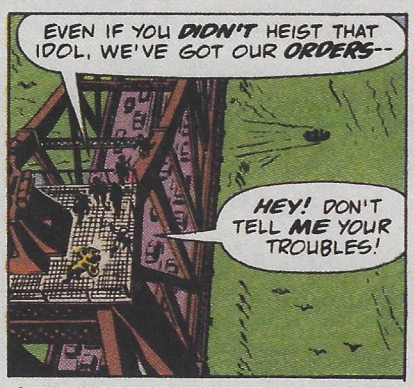
THE IDOL! IF IT HITS THE WATER--
--IT'LL BE LOST FOREVER!

C'MON, LITTLE WEB-SHOOTER IF I EVER NEEDED YOU--
THWIP!

PTHIKK!

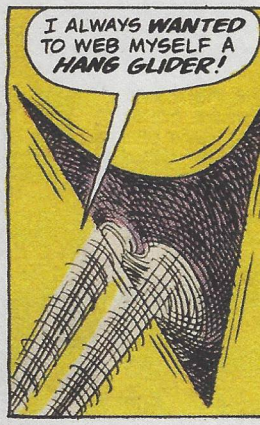
THERE! I'LL ANCHOR IT TO THE GRATING AND--UH OH!
FREEZE, MISTER! WE'VE GOT YOU AT LAST!

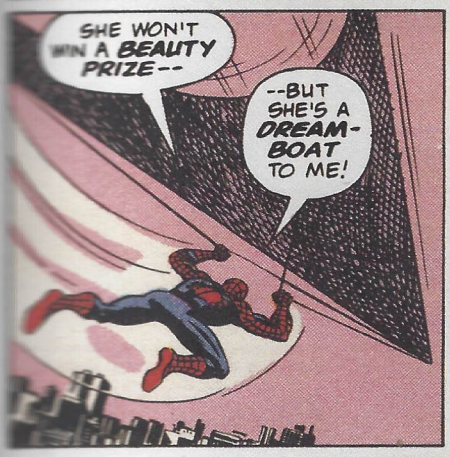

DON'T MAKE A MOVE, WEB-SLINGER--
NUTS! DOC OCK IS BEATEN-- THE IDOL'S SAFE--
AND I'M STILL PUBLIC FALL GUY #1!


EVEN IF YOU DIDN'T HEIST THAT IDOL, WE'VE GOT OUR ORDERS--
HEY! DON'T TELL ME YOUR TROUBLES!

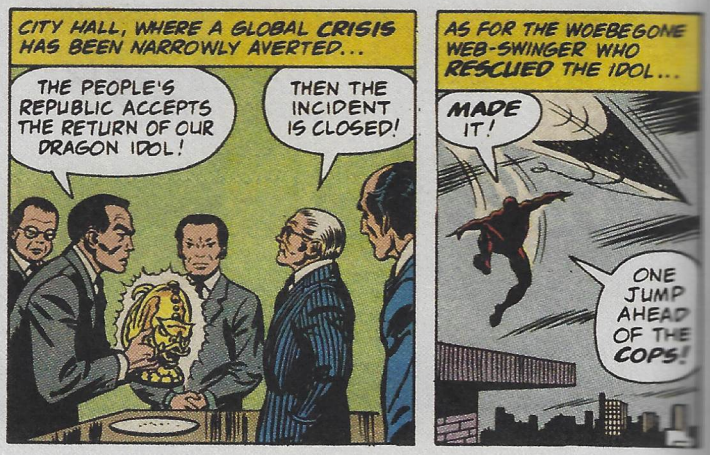
--I'VE GOT ENOUGH OF MY OWN!
GRAB 'IM!
TOO LATE!
HE'LL NEVER MAKE IT! IT'S THE END OF SPIDER-MAN!

COPS ABOVE ME-- INSTANT DEATH BELOW!
THWIPP!
OKAY, SPIDEY-- DO YOUR THING!


I ALWAYS WANTED TO WEB MYSELF A HANG GLIDER!


SHE WON'T WIN A BEAUTY PRIZE--
--BUT SHE'S A DREAM-BOAT TO ME!

MEANWHILE, ON A BUSY STREET IN FOREST HILLS--
DO YOU SEE WHAT I SEE?
WHO WHA IS IT


CITY HALL, WHERE A GLOBAL CRISIS HAS BEEN NARROWLY AVERTED...
THE PEOPLE'S REPUBLIC ACCEPTS THE RETURN OF OUR DRAGON IDOL!
THEN THE INCIDENT IS CLOSED!

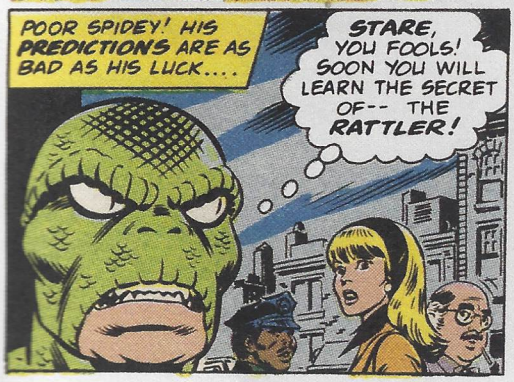
AS FOR THE WOEBEGONE WEB-SWINGER WHO RESCUED THE IDOL...
MADE IT!
ONE JUMP AHEAD OF THE COPS!

BETTER CHANGE THREADS FAST-- BEFORE THEY FIND ME!

WHILE, A FEW BLOCKS AWAY...
DID YOU SEE HIM? DID YOU SEE-- THAT FACE?!!

BOY, I'M SOME KINDA YO-YO! I CAPTURE DOC OCTOPUS, GLOM ONTO THE DRAGON IDOL FOR THE MUSEUM--
--AND STILL GET HUNTED 'N HOUNDED BY EVERY COP IN TOWN!

WELL, AT LEAST SPIDER-MAN CAN BE MOTHBALLED FOR A WHILE--
THERE'S NOTHING LEFT TO HAPPEN!


POOR SPIDEY! HIS PREDICTIONS ARE AS BAD AS HIS LUCK....
STARE, YOU FOOLS! SOON YOU WILL LEARN THE SECRET OF-- THE RATTLER!